

Before the
Federal Communications Commission
Washington, DC 20554

)	
In the Matter of)	
)	
New Skies Satellites Holdings Ltd.,)	IB Docket No. 06-23
<i>Transferor,</i>)	
)	IB File Nos.
and)	
)	SES-T/C-20060106-00013
SES Global S.A.,)	SAT-PPL-20060106-00003
<i>Transferee,</i>)	
)	
Application for Consent to Transfer Control of)	
Six (6) Fixed Earth Station Licenses Held by)	
New Skies Networks, Inc.)	
)	
and)	
)	
Change of Ownership of Permitted List Satellites)	
NSS-5, NSS-7, and NSS-806)	
)	

PETITION TO ADOPT CONDITIONS TO
AUTHORIZATIONS AND LICENSES

The United States Department of Justice (“DOJ”), including the Federal Bureau of Investigation (“FBI”), together with the United States Department of Homeland Security (“DHS”) and the United States Department of Defense (collectively, the “Agencies”), respectfully submit this Petition to Adopt Conditions to Authorizations and Licenses (“Petition”), pursuant to Section 1.41 of the Federal Communications Commission’s (“FCC” or “Commission”) rules.¹ Through this Petition, the Agencies advise the Commission that they

¹ 47 C.F.R. § 1.41.

have no objection to the Commission granting its consent in the above-referenced proceeding, provided that the Commission conditions the grant on SES Global S.A. (“SES Global”) abiding by the commitments and undertakings contained in its February 21, 2006 letter to Laura H. Parsky, Stewart A. Baker, and Elaine N. Lammert (the “Letter”) attached hereto as Exhibit 1.

In the above-captioned proceeding, SES Global and New Skies Satellites Holdings Ltd. (“New Skies”) (collectively, the “Applicants”) filed an application with the FCC seeking consent to transfer control of six (6) Title III earth station licenses held by New Skies Networks, Inc. to SES Global (the “Application”).² The Applicants also notified the FCC of the proposed transfer to SES Global of ownership of three satellites operated by New Skies Satellites B.V. that appear on the Commission’s Permitted Space Station List (the “Notification”).³

As the Commission is aware, the Agencies have taken the position that their ability to satisfy their obligations to protect the national security, enforce the laws, and preserve the safety of the public could be impaired by transactions in which foreign entities will own or operate a part of the U.S. telecommunications system, or in which foreign-located facilities will be used to provide domestic telecommunications services to U.S. customers. After discussions with representatives of SES Global and New Skies in connection with the proposed acquisition of New Skies by SES Global and the related transfer of control over New Skies’ subsidiaries

² *New Skies Satellites Holdings Ltd., Transferor, and SES Global S.A., Transferee, Application for Satellite Space and Earth Station Authorizations for Transfer of Control or Assignment*, IB Docket No. 06-23, File No. SES-T/C-20060106-00013 (filed January 6, 2006).

³ *New Skies Satellites Holdings Ltd., Transferor, and SES Global S.A., Transferee, Proposed Change in Ownership of Permitted Space Station List Satellites*, IB Docket No. 06-23, File No. SAT-PPL-20060106-00003 (filed January 6, 2006).

that hold FCC authorizations, the Agencies have concluded that the commitments set forth in the Letter are sufficient to ensure that the Agencies and other entities with responsibility for enforcing the law, protecting the national security, and preserving public safety can proceed in a legal, secure, and confidential manner to satisfy these responsibilities. Accordingly, the Agencies hereby advise the Commission that they have no objection to the Commission granting the above-referenced Application and Notification for consent to transfers of control, provided that the Commission conditions its consent on compliance by SES Global with the commitments set forth in the Letter.

The Agencies are authorized to state that the Applicants do not object to the grant of this Petition.

Respectfully submitted,

/S/ Laura H. Parsky

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February 21, 2006

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February 21, 2006

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Subject: Pending Acquisition by SES Global S.A. of New Skies Satellites Holdings Ltd.

Dear Ms. Parsky, Mr. Baker, and Ms. Lammert:

We appreciated the opportunity provided to meet on January 18, 2006 with representatives of the Department of Justice ("DOJ"), the Federal Bureau of Investigation (the "FBI"), and the Department of Homeland Security ("DHS") (collectively, the "Agencies"), along with representatives of the Department of Defense, to discuss the pending acquisition of New Skies Satellites Holdings Ltd. ("New Skies") including its Dutch operating subsidiary New Skies Satellites B.V. ("NSS") by SES Global S.A. ("SES Global"). In the course of that meeting we discussed the

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commitments previously provided to the United States Government by New Skies and by SES Global's subsidiary, SES Americom, Inc. ("SES Americom"). 1/

By this letter, SES Global commits that NSS will continue to meet its undertakings to the United States Government after the pending acquisition is completed. SES Global also reconfirms that those same commitments will apply post-closing in the case of SES Americom.

Overview of the Transaction

On December 14, 2005, SES Global and New Skies entered into a definitive merger agreement (the "Merger Agreement") pursuant to which SES Global will acquire 100% of New Skies by way of a merger under Bermudian law (an amalgamation). Under the terms of the Merger Agreement, New Skies will amalgamate with a newly created subsidiary of SES Global. Upon completion of the merger New Skies will continue as a separate indirect wholly-owned subsidiary of SES Global.

SES Global, headquartered in Luxembourg, provides satellite services around the world through its wholly-owned operating subsidiaries, SES Americom and SES Astra ("Astra"). SES Americom operates a fleet of FCC-licensed spacecraft optimized for service to the United States and elsewhere in North America. SES Astra operates a fleet of Luxembourg-licensed spacecraft optimized for service to Europe and Africa. SES Global also holds certain strategic investments in other satellite operators in Asia, Europe, and Latin America.

As discussed in the SES Americom Letters, that company provides bulk satellite capacity and related services to enterprise and government customers. 2/ SES Americom and its subsidiaries do not provide switched communications services. While some of SES Americom's customers use its satellite capacity in connection with the provision of switched services to the public, SES Americom itself does not provide or control these services or switch this traffic. The company merely provides access to the in-orbit satellite facilities that form a portion of any such carrier's network. Moreover, SES Americom has no plans to provide switched communications services in the future, including after the acquisition of New Skies.

1/ These commitments were provided in a letter dated July 2, 2004, from SES Americom to DOJ and DHS, and a letter dated June 4, 2001, from SES Americom (then GE American Communications, Inc.) to the FBI, (together, the "SES Americom Letters") and a letter dated October 13, 2004 from New Skies Satellites B.V. to DOJ, DHS and the FBI (the "New Skies Letter"). This correspondence is referred to here collectively as the "Letter Agreements."

2/ An Americom subsidiary, Americom Government Services, Inc. ("AGS"), provides network solutions and bandwidth to U.S. Government agencies and their contractors and holds a facility security clearance for that purpose. As discussed during the January 18 meeting, AGS operates under a Special Security Agreement with DOD, which requires a Security Committee within AGS. This Security Committee is composed exclusively of U.S. citizens. The Security Committee has lead responsibility within AGS for overseeing security issues related to domestic communications, related records, and electronic surveillance by U.S. federal, state and local authorities.

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New Skies is a Bermuda company publicly traded on the New York Stock Exchange, with its headquarters facility in The Hague, The Netherlands. New Skies' wholly-owned Dutch subsidiary, NSS, operates five spacecraft, with an additional satellite due for launch in 2006. NSS provides fixed satellite services to a range of telecommunications carriers, broadcasters, large corporations, Internet service providers and government entities around the world. NSS does not provide switched communications services, and SES Global has no plans for NSS to provide switched communications services in the future.

New Skies' wholly-owned American subsidiary, New Skies Networks, Inc. ("NSN"), is a Delaware corporation headquartered in Washington, D.C. NSN holds Federal Communications Commission ("FCC") licenses for six non-common carrier transmit-receive earth stations in Bristow, VA that operate in the standard and extended C- and Ku-bands.

Neither SES Americom nor New Skies nor their respective subsidiaries hold authorizations granted under Section 214 of the Communications Act of 1934, as amended ("Communications Act"), or have any requests for Section 214 authorization pending at the FCC. While SES Americom (and its subsidiaries) and NSN hold radio communications licenses issued by the FCC under Title III of the Communications Act (47 U.S.C. § 301 *et seq.*), neither SES Americom nor NSN provides or has plans to provide switched communications services via equipment authorized under current or anticipated Title III licenses.

Consummation of the transaction is subject to a number of closing conditions, including approval by New Skies shareholders and receipt of requisite regulatory approvals. Among other regulatory filings, a consolidated application seeking approval to transfer control over the FCC authorizations held by NSN, as well as certain rights to provide service to the United States held by NSS, was filed on January 6, 2006. SES Global and New Skies anticipate closing the transaction in the first half of 2006, and the closing schedule could be accelerated depending upon the amount of time needed to obtain necessary regulatory approvals.

Reconfirmation of Commitments Made in the Letter Agreements

Assuming consummation of the Merger Agreement, SES Global commits that NSS will continue to meet its prior undertakings to the United States Government after the pending acquisition is completed, and reconfirms going forward the related commitments previously provided by SES Americom, as follows:

1. SES Global will ensure that NSS and its subsidiaries will continue their prior undertaking to provide the Agencies with advance notice of any provision of common carrier switched services by New Skies, even if no further FCC authorization is required. Specifically, SES Global agrees that (i) for any common carrier switched service that requires Section 214 authorization, it shall cause NSS to provide the Agencies with a copy of any application filed with the

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FCC; (ii) for any common carrier switched service that may be provided without obtaining a new Section 214 authorization (such as a new domestic switched service), it shall cause NSS to notify the Agencies 30 days before offering the service; and (iii) before using any of the equipment subject to Title III licenses transferred in connection with the acquisition of New Skies to provide common carrier switched services, it shall cause the applicable SES affiliate making use of that equipment to notify the Agencies 30 days in advance. Furthermore, SES Global also reaffirms these same commitments with respect to SES Americom and its subsidiaries. 3/

2. SES Global will ensure that NSS will continue its prior undertaking with respect to cooperation with electronic surveillance. Specifically, in the event that there is a need to conduct lawfully authorized surveillance through NSS' facilities or services, SES Global commits that NSS will take reasonable measures to assist and support the FBI or any other United States federal, state or local agency with law enforcement, public safety or national security responsibilities in conducting lawfully authorized electronic surveillance. Such assistance shall include, but not be limited to, disclosure, if necessary, of technical and engineering information relating to the design, maintenance or operation of the NSS systems. NSS and the agency seeking the cooperation will work together in determining what is reasonable, taking into account the investigative needs of the agency and NSS' commercial interests. Furthermore, SES Global also reconfirms these same commitments with respect to SES Americom and its subsidiaries.

SES Global will designate a member of the board of directors or senior officer of NSS who is a U.S. citizen to be responsible for ensuring that NSS meets its obligations under this letter agreement. This person will designate a representative who is a U.S. citizen to serve as the authorized point of contact for NSS for U.S. Government officials with respect to cooperation in connection with lawfully authorized electronic surveillance. Within 14 days of the consummation of the merger agreement, SES Global or NSS will inform the Agencies by letter addressed to each of you of the names of the designated member of the board of directors or senior officer of NSS and of the designated NSS point of contact, and SES Global or NSS will similarly inform the Agencies by such a letter within 10 days of any later change in either such designee.

SES Global similarly will designate a member of the board of directors or senior officer of SES Americom who is a U.S. citizen to be responsible for ensuring that SES Americom meets its obligations under this letter agreement. This person will designate a representative who is a U.S. citizen to serve as the authorized point of contact for SES Americom for U.S. Government officials with respect to cooperation in connection with lawfully authorized electronic surveillance.

3/ As set forth in the July 9, 2004, SES Americom Letter, if for any reason the switched communications service to be provided involves activities by AGS that may be viewed as sensitive under AGS's security arrangements with DOD or with U.S. Government customers, such notice will be supplied directly by AGS.

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Within 14 days of the consummation of the merger agreement, SES Global or SES Americom will inform the Agencies by letter addressed to each of you of the names of the designated member of the board of directors or senior officer of SES Americom and of the designated SES Americom point of contact, and SES Global or SES Americom will similarly inform the Agencies by such a letter within 10 days of any later change in either such designation.

3. SES Global will ensure that NSS will continue its prior undertaking to notify the Agencies with regard to the composition of the NSS board of directors. Specifically, within 14 days of consummating the transaction, SES Global or NSS will inform the Agencies by letter addressed to each of you of the names and nationalities of the post-closing directors. Until exempted from doing so by operation of law or by agreement with the Agencies, SES Global or NSS will write to each of you (or individuals you designate) within 10 days of the election or designation of new Directors. Furthermore, SES Global also reconfirms these same commitments with respect to SES Americom.

Nothing in this letter is intended to excuse SES Global or its subsidiaries from any obligation it may have to comply with U.S. legal requirements for the retention, preservation, or production of information, records or data, or from any applicable requirements of the Communications Assistance for Law Enforcement Act, 47 U.S.C. 1001, et. seq., nor shall it constitute a waiver of: (a) any obligation imposed by any U.S. Federal, state or local laws on SES Global or its subsidiaries, (b) any enforcement authority available under any U.S. or state laws, (c) the sovereign immunity of the United States, or (d) any authority the U.S. government may possess (including without limitation authority pursuant to International Emergency Economic Powers Act) over the activities of SES Global or its subsidiaries located within or outside the United States. Nothing in this letter is intended to or is to be interpreted to require the parties to violate any applicable U.S. law. Likewise, nothing in this letter limits the right of the United States Government to pursue criminal sanctions or charges against SES Global or its subsidiaries, and nothing in this letter provides SES Global or its subsidiaries with any relief from civil liability.

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SES Global and New Skies plan to submit a notification concerning the pending transaction to the Committee on Foreign Investment in the United States under Section 721 of the Defense Production Act (the Exon-Florio Amendment) (50 App. U.S.C. § 2170). They will include a copy of this letter in that notification.

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If you require any further information regarding these matters, please contact me at 202-637-8631. Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Peter A. Rohrbach", with a long horizontal flourish extending to the right.

Peter A. Rohrbach
Counsel for SES Global S.A.

cc: Joseph E. Springsteen, DOJ
Jon D. Pifer, FBI
Lou W. Brenner, Jr., DHS
Andrew R. D'Uva, New Skies Satellites
Phillip L. Verveer, *Counsel for New Skies Satellites*